

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

*Insert full name of company

For official use

Company number

☐ ☐ ☐

1588199/1

Name of company

E.C.C. (STAFF) PENSION FUND TRUSTEES LIMITED

I, GLEN WILLIAM JAMES

of 35 Basinghall Street, London, EC2V 5DB

do solemnly and sincerely declare that I am a solicitor of the Supreme Court
engaged in the formation
of E.C.C. (Staff) Pension Fund Trustees Limited

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 73, Cheapside, London, EC2

Signature of Declarant

the 21st day of August

One thousand nine hundred and eighty one

before me A. Lullay
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presenter's name, address and reference (if any):

**Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB**

TR/CT

For official use
General section

Post room

49

THE COMPANIES ACTS 1948 TO 1980
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

750

EL NEGETION

MEMORANDUM OF ASSOCIATION

- of -

E.C.C. (STAFF) PENSION FUND
TRUSTEES LIMITED

1588199/2

1. The name of the Company is "E.C.C. (STAFF) PENSION FUND TRUSTEES LIMITED"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-

- (1) To act as and undertake the duties of a trustee or an executor or administrator, and to undertake and execute trusts of all kinds, whether public or private, including religious or charitable trusts, and either gratuitously or for reward, to act as trustee of pension superannuation benevolent or other funds and schemes, and generally to carry on what is usually known as trustee and executor business and to undertake any other trusts the undertaking whereof may seem desirable and generally to act as custodians of securities and property of any kind or in a fiduciary capacity of any sort including the undertaking and exercise of all powers, duties and privileges normally undertaken or exercised by trust corporations.
- (2) To act as agent, nominee or trustee solely or jointly for any person company association or authority
- (3) To acquire (whether by purchase, subscription or in whatsoever other manner) and hold either for itself or as agent, nominee or trustee of any person, company, association or authority, and generally to sell, exchange, or otherwise dispose of, manage, develop, deal with, and turn to account, real and personal property of all kinds whatsoever and any interest therein, and in particular (but without prejudice to the generality of the foregoing) shares, stocks, funds, debentures, securities, mortgages or policies of any company (whether limited or unlimited and wherever incorporated) or association

TB/62/PG

Clougher

G. N. S. S.

NW. 2200
220232

- (4) To hold, administer, manage, execute the trusts of, sell, realise, invest, dispose of and deal with the moneys and property, both real and personal, comprised or included in any estate of which the Company are executors or administrators, or in any trust of which the Company are trustees, or of which the Company are executors or administrators and to carry on, manage, sell, realise dispose of and deal with any business comprised or included in any such estate or trust.
- (5) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind and to provide technical, cultural, artistic, educational, entertainment or business material facilities or services and to carry on any business involving any such provision.
- (6) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or any of them
- (7) To receive money on deposit with or without interest, or deeds, securities or other documents or money or other property for safe custody or otherwise with or without undertaking liability for any loss thereof or injury thereto.
- (8) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (9) To borrow and raise money, and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of the undertaking and all or any of the real and personal property (present and future) of the Company or otherwise held by it in pursuance of any of its objects or powers and any uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of debentures, debenture stock or other securities of any description.
- (10) To promote any company whose objects shall include the acquisition of all or any of the assets or liabilities of the Company, or the

promotion of which shall be considered to be calculated to advance, directly or indirectly, the objects of the Company, or the interests of its Members.

- (11) To sell, lease, grant licences, options, easements, and other rights over, and in any other manner to deal with, or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company.
- (12) To pay, satisfy or compromise any claims made against the Company in respect of any contract granted by, dealt in or entered into by the Company which claims the Company may deem it expedient to pay, satisfy or compromise.
- (13) To lend, advance and deposit money, securities and other property of the Company or held by it in pursuance of any of its objects or powers to and with such persons, companies, associations or authorities and on such terms as may seem expedient and to underwrite, take part in underwriting or guarantee the subscription of any shares, stocks, funds, debentures, mortgages, securities and to subscribe for the same conditionally or otherwise.
- (14) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee support or secure with or without consideration whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and any premiums, interest, dividends and other monies payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary or a holding company of the Company or otherwise associated with the Company. ✓

- (15) To carry on any business or branch of a business which the Company is authorised to carry on by means of, or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and leaving the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
- (16) To acquire and carry on any business or undertaking or part thereof carried on by a subsidiary or a holding company of the Company or another subsidiary of the holding company of the Company.
- (17) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (18) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members or for any national charitable benevolent educational social public general or useful objects.
- (19) To pay all expenses of and incidental to the formation and establishment of the Company.
- (20) To deal with all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.
- (21) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, or otherwise, and either alone, or in conjunction, or in partnership, with others, and either by or through trustees, agents, sub-contractors or otherwise and to do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or registered in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

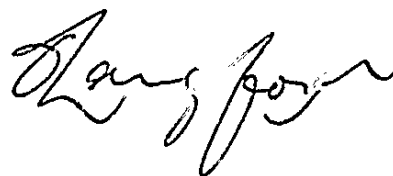
4. The liability of the Members is limited. ✓

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payments of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1 ✓

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names. ✓

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

DONALD ARTHUR LANGFORD
20, SEA ROAD, CARLYON BAY,
ST. AUSTELL, CORNWALL
CHARTERED SECRETARY



FRANCIS GRANVILLE RAMAGE
8, LANDREW ROAD
ST. AUSTELL, CORNWALL
CHARTERED SECRETARY



WITNESS to the above signatures:-

Graham Rowsell
Trevean,
2 Chatsworth Way,
Carlyon Bay,
St. Austell,
Cornwall.



Chartered Secretary.

Dated 19th August 1981

ARTICLES OF ASSOCIATION

of

E.C.C. (STAFF) PENSION FUND
TRUSTEES LIMITED ✓

1588199/
3

1. The Regulations contained in Table C in the First Schedule to the Companies Act 1948, as altered by any enactment coming into operation prior to the date of adoption of these Articles of Association, shall except where the same are excluded or varied by or inconsistent with these Articles of Association apply to the Company. ✓

2. The number of members with which the Company proposes to be registered shall not exceed ten but the directors may from time to time register an increase of members. Regulation 2 of Table C shall not apply to the Company

DIRECTORS

3. Unless and until otherwise determined by the Company in general meeting, the Directors shall not be less than two in number and the first directors shall be D.A. Langford and F.G. Ramage. Regulation 31 of Table C shall not apply.

POWERS AND DUTIES OF DIRECTORS

4. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present.

5. Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such

appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles of Association shall apply as if he were a Director.

Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles of Association relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

6. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution exercise any power conferred by statute

to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

7. The Company may exercise all the powers conferred by statute with regard to having any official seal, and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

APPOINTMENT AND REMOVAL OF DIRECTORS

8. Without prejudice to any other provisions of or incorporated in these Articles of Association governing the appointment and removal of Directors, any Member or Members entitled to cast a majority of the votes at a general meeting of the Company by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Directors, or at a general meeting of the Company, may at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

9. Both of them, the Directors and the Company in general meeting, shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

10. The office of a Director shall be vacated in any of the following events namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors;
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated;
- (c) if he becomes bankrupt or compounds with his creditors;
- (d) if he is prohibited by law from being a Director;

- (e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles.

11. Regulation 38 and Regulations 39 to 47 (inclusive) of Table C shall not apply.

PROCEEDINGS OF DIRECTORS

12. A resolution in writing signed by or on behalf of all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 56 of Table C shall not apply.

13. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 52 of Table C shall be varied accordingly.

14. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

EXECUTIVE DIRECTORS

15. The Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

16. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

DONALD ARTHUR LANGFORD
20 SEA ROAD
CARLYON BAY
ST. AUSTELL
CORNWALL
CHARTERED SECRETARY ✓

Langford

FRANCIS GRANVILLE Ramage
8 LANDREU ROAD
ST. AUSTELL
CORNWALL
CHARTERED SECRETARY

F. Ramage

DATED 19th August, 1981 ✓

WITNESS to the above signatures:-

Graham Rowsell
Trevean,
2 Chatsworth Way,
Carlyon Bay,
St. Austell,
Cornwall.

Chartered Secretary.

G. Rowsell ✓

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

do not
this
margincomplete
preferably
type, or
block letteringIf
appropriate

Company number

15881994

Name of Company

E.C.C. (STAFF) PENSION FUND TRUSTEES

Limited*

The intended situation of the registered office of the company
on incorporation is as stated belowJohn Keay House,
St. Austell,
Cornwall, PL25 4DJIf the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address belowIf the spaces provided on page 2 are insufficient and use has been made
of continuing sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's name, address and
reference (if any):
Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB

TB/GJ

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

| | |
|--|---|
| Name (note 2) | Business occupation |
| Donald Arthur Langford | Chartered Secretary |
| Former name(s) (note 3) | Nationality |
| Address (note 4) | British |
| 20 Sea Road, Carlyon Bay, | Date of birth (where applicable) (note 6) |
| St. Austell, Cornwall | |
| Particulars of other directorships (note 5) | |
| | |
| | |
| | |
| I hereby consent to act as director of the company named on page 1 | |
| Signature <i>Langford</i> | Date 19 th August 1981 |

| | |
|--|---|
| Name (note 2) | Business occupation |
| Francis Granville Ramage | Chartered Secretary |
| Former name(s) (note 3) | Nationality |
| Address (note 4) | British |
| 8 Landrew Road, | Date of birth (where applicable) (note 6) |
| St. Austell, Cornwall | |
| Particulars of other directorships (note 5) | |
| | |
| | |
| | |
| I hereby consent to act as director of the company named on page 1 | |
| Signature <i>F. Ramage</i> | Date 19 th August 1981 |

| | |
|--|---|
| Name (note 2) | Business occupation |
| | |
| Former name(s) (note 3) | Nationality |
| Address (note 4) | |
| | Date of birth (where applicable) (note 6) |
| Particulars of other directorships (note 5) | |
| | |
| | |
| | |
| I hereby consent to act as director of the company named on page 1 | |
| Signature | Date |

Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

| | |
|---|--|
| Name (notes 2 & 7) | |
| Francis Granville Ramage | |
| Former name(s) (note 3) | |
| Address (notes 4 & 7) | 8 Landrew Road, St. Austell, Cornwall. |
| I hereby consent to act as secretary of the company named on page 1 | |
| Signature | <i>F. Ramage</i> Date 19 th August 1981 |

| | |
|---|------|
| Name (notes 2 & 7) | |
| Former name(s) (note 3) | |
| Address (notes 4 & 7) | |
| I hereby consent to act as secretary of the company named on page 1 | |
| Signature | Date |

as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

delete as
appropriate

Signature *Dangson* [Subscriber] [Agent]† Date 19th August 1981

Signature *F. Ramage* [Subscriber] [Agent]† Date 19th August 1981

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1588199

I hereby certify that

E.C.C. (STAFF) PENSION FUND TRUSTEES LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the

29TH SEPTEMBER 1981

A handwritten signature in dark ink, appearing to read 'R. V. Jones', written over a horizontal line.

Assistant Registrar of Companies

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985



Company Number

1588199

E.C.C. (STAFF) PENSION FUND TRUSTEES LIMITED

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

John Keay House, ST AUSTELL, Cornwall, PL25 4DJ

on 20 October 1989

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the name of the Company be changed to
ECC (STAFF) PENSION FUND TRUSTEES LIMITED.

Signed

Barbara
100439

Position

Secretary

NOTE To be filed within 15 days of the passing of the special resolution

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1588199

I hereby certify that

E.C.C. (STAFF) PENSION FUND TRUSTEES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ECC (STAFF) PENSION FUND TRUSTEES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3 NOVEMBER 1989

A handwritten signature in dark ink, appearing to read 'D. James', is written over the printed name.

D. JAMES

an authorised officer

COMPANIES FORM No 225(1)

G

Notice of new accounting reference
date given during the course of
an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company Number

Name of Company

1588199

ECC (STAFF) PENSION FUND TRUSTEES LIMITED

gives notice that the company's new accounting
reference date on which the current
accounting reference period and each
subsequent accounting reference period of
the company is to be treated as coming, or
as having come, to an end is

Day Month

| | | | |
|---|---|---|---|
| 3 | 1 | 1 | 2 |
|---|---|---|---|

The current accounting reference period of
the company is to be treated as EXTENDED
and will come to an end on

Day Month Year

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~~If this notice states that the current accounting reference period is to
be extended, and reliance is being placed on section 225(6)(c) of the
Companies Act 1985, the following statement should be completed:~~

~~The company is a [subsidiary][holding company] of _____,
company number _____,
the accounting reference date of which is _____~~

~~If this notice is being given by a company which is subject to an
administration order and this notice states that the current accounting
reference period of the company is to be extended AND it is to be extended
beyond 18 months OR reliance is not being placed on section 225(6) of the
Companies Act 1985, the following statement should be completed:~~

~~An administration order was made in relation to the company on _____
and it is still in force.~~

Signed

A. Bunt

Designation

Secretary

Date

21.5.90

Presenter's name, address
and reference (if any):

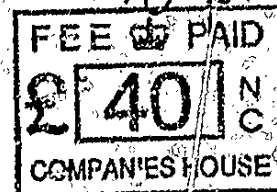
H Bunt
ECC Group plc
John Keay House
ST AUSTELL
Cornwall PL25 4DJ

For official use
General section

Post room

| | |
|-----------------|----|
| COMPANIES HOUSE | |
| 23 MAY 1990 | |
| 11 | 14 |

CHAPP



The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

1588199

ECC (STAFF) PENSION FUND TRUSTEES LIMITED

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

John Keay House, ST. AUSTELL, Cornwall, PL25 4DJ

on 9th April 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

That the name of the Company be changed to ECC Group Pension Fund Trustees Limited.

Signed

Positio


SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution 3 APR 1991

NC
COMPANIES
HOUSE

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1588199

I hereby certify that

ECC (STAFF) PENSION FUND TRUSTEES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ECC GROUP PENSION FUND TRUSTEES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 19 APRIL 1991

A. M. Evans.
A. M. EVANS

an authorised officer

The Companies Act 1985
Company limited by Guarantee

Special Resolution

Company Number
1583199

ECC Group Pension Fund Trustee Limited

At an Extraordinary General Meeting of members of the above-named company a/c,
convened and held at:

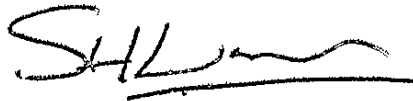
John Key House, St. Austell, Cornwall, PL25 4DJ

on 19th April 1991

the following SPECIAL RESOLUTION was duly passed

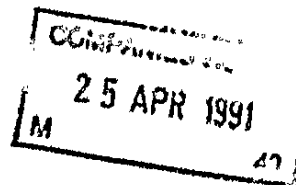
That the Articles of Association of the Company in the form of those produced to
the meeting and signed for the purpose of identification by the Chairman of the
meeting, be adopted as the Articles of Association of the Company in substitution
for the existing Articles of Association.

Signed:



Position:

SECRETARY.



1588199

ARTICLES OF ASSOCIATION
of
ECC GROUP PENSION FUND TRUSTEES LIMITED

Preliminary

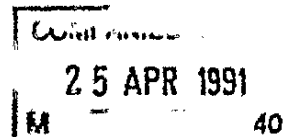
1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 64, 65, 69, 73 to 81, 89, 90, 97, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

Interpretation

2. In regulation 1 of Table A -
 - (a) the definition of 'the holder' shall be omitted and;
 - (b) "director" and "directors" means "A" directors and "B" Directors.

Members

3. The number of members with which the company proposes to be registered shall not exceed 10 but the directors may from time to time register an increase of members.



4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death. The members shall be such persons as the directors shall admit to membership from time to time.

Notice of General Meetings

5. In regulation 38 of Table A-

(a) in paragraph (b) the words 'of the total voting rights at the meeting of all the members' shall be substituted for 'in nominal value of the shares giving that right' and

(b) the words 'The notice shall be given to all the members and to the directors and auditors' shall be substituted for the last sentence.

Proceedings at General Meetings

6. The words 'and at any separate meeting of the holders of any class of shares in the company' shall be omitted from regulation 44 of Table A.

7. Paragraph (d) of regulation 46 of Table A shall be omitted.

Votes of Members

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

Directors

9. Directors shall be appointed as "'A" directors' or "'B" directors' and unless and until otherwise determined by the Company in general meeting the number of "A" directors shall not be less than one in number and the number of "B" directors shall not be less than one in number and unless and until otherwise determined by the Company in general meeting the number of "B" directors appointed in accordance with these articles shall not at any time exceed more than twice the number of "A" directors appointed in accordance with these articles.

Alternate Directors

10. Any "A" director (other than an alternate director) may appoint any other "A" director (including the Chairman) willing to act, to be an alternate director and any "B" director may appoint any other "B" director willing to act, to be an alternate director and the appointing director may remove from office an alternate director so appointed pursuant to this article.

11. In regulation 67 all the words after the words "ceases to be a director" shall be deleted.
12. In the absence of any "A" director from a meeting of directors or meeting of a committee of directors of which the "A" director is a member and is entitled to attend and vote thereat and where the absent "A" director has not appointed an alternate director or where the appointed alternate director is himself absent then the chairman for the time being of the meeting in question shall automatically be deemed to have been appointed as the alternate director of any such absent "A" director.
13. An alternate director shall not be deemed to be the agent of the director appointing him.

Votes of Directors

14. All "A" directors shall have two votes per director and all "B" directors shall have one vote per director.

Appointment and Removal of Directors

15. Without prejudice to any other provisions of or incorporated in these Articles of Association governing the appointment and removal of directors, any Member or Members entitled to cast a majority of the votes at a

general meeting of the company by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the company or tendered at a meeting of the directors, or at a general meeting of the company, may at any time and from time to time appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors or remove any director from office howsoever appointed.

16. Both of them, the directors and the company in general meeting, shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.
17. The office of a director shall be vacated in any of the following events namely:-
 - a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the company or tendered at a meeting of the Directors;
 - b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated;

- c) if he becomes bankrupt or compounds with his creditors;
- d) if he is prohibited by law from being a Director;
- e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles.

18. In the case of a "B" director the office of a director shall be vacated forthwith if he ceases to be a member of a pension scheme in respect of which the company acts as Trustee.

19. The first "A" directors shall be Mr. Simon James Titcomb, Mr. Andrew Hubert Teare, Mr. Robert William Carlton-Porter, Mr. Graham Rodney Warman Lovering, Mr. Alan Lockwood Shearer, Mr. John Reeve and Mr. Peter Muir Elliott;

and the first "B" directors shall be Mr. Hugh Malcolm Alsop, Mr. Michael Lawrence Chapman, Mr. Reginald Keith Gay, Mr. Kenneth Jackson, Mr. Clive James Tarr, Mr. David John Jury, Mr. David Terence Holmes and Mr. James Harry Samways.

Directors' Appointments and Interests

20. In regulation 84 in the first sentence the words "A"

directors"" shall be substituted for the words "of their number" and the final sentence shall be omitted.

Proceedings of Directors

21. In regulation 88, in the fifth sentence the words "of one vote" shall be inserted at the end of this sentence after the word "vote" and the words "A director (including the chairman) who is also appointed as an alternate director shall in the absence of his appointor or appointors' be entitled to a separate vote (or in the case of an alternate "A" director, two votes) on behalf of each appointor in addition to his own vote (or two votes in the case of an "A" director" shall be substituted for the final sentence.
22. The quorum for the transaction of the business of the directors shall be one "A" director and one "B" director.
23. In regulation 91, in the first and second sentences, the words "an "A" director" shall be substituted for the words "one of their number" and in the first sentence the word "will" shall be substituted for the word "may".
24. A director (including the chairman) who has been appointed as an alternate director shall in respect of

each appointment, if his appointor is not present, be counted in the quorum.

25. In paragraph (c) of regulation 94 of Table A the word 'debentures' shall be substituted for the words 'shares, debentures or other securities' in both places where they occur.

Minutes

26. The words 'of the holders of any class of shares in the company' shall be omitted from regulation 100 of Table A.



Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

1588199

ECC GROUP PENSION FUND TRUSTEES LIMITED

S/10

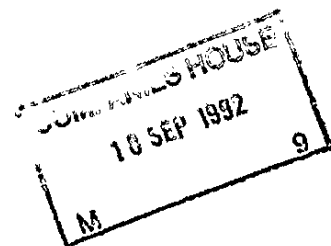
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:


1015 Arlington Business Park, Theale, READING, RG7 4SA

on 14 September 1992

the following SPECIAL RESOLUTION was duly passed, viz:-

"THAT the name of the Company be changed to ENGLISH CHINA CLAYS PENSION FUND TRUSTEES LIMITED".



Signed 
Position COMPANY SECRETARY
21 SEP 1992
COMPANIES
HOUSE

NOTE To be filed within 15 days of the passing of the special resolution



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1588199

I hereby certify that

ECC GROUP PENSION FUND TRUSTEES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**ENGLISH CHINA CLAYS PENSION FUND TRUSTEES
LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the 5 OCTOBER 1992

P. Bevan
P. BEVAN

an authorised officer